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CROWELL & MORING LLP
590 Madison Avenue, 20th Floor
New York, NY 10022
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Counsel for Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:)	
)	
EASY STREET HOLDING, LLC, <i>et al.</i> ,)	Bankruptcy Case No. 09-29905
)	Jointly Administered with Cases
)	09-29907 and 09-29908
)	
Address: 201 Heber Avenue)	Chapter 11
Park City, UT 84060)	
)	Honorable R. Kimball Mosier
Tax ID Numbers:)	
35-2183713 (Easy Street Holding, LLC),)	
20-4502979 (Easy Street Partners, LLC), and)	[FILED ELECTRONICALLY]
84-1685764 (Easy Street Mezzanine, LLC))	
)	

**CROWELL & MORING LLP'S SEVENTH PROFESSIONAL FEE REQUEST FOR
THE PERIOD MAY 1, 2010 THROUGH MAY 31, 2010**

Crowell & Moring LLP ("C&M"), counsel for Easy Street Partners, LLC ("Partners"), Easy Street Mezzanine, LLC ("Mezzanine"), and Easy Street Holding, LLC ("Holding"), debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"), pursuant to the Court's Order entered December 15, 2009 Approving Motion and Establishing Monthly Fee

and Expense Reimbursement Procedures (the “Interim Payment Order”) hereby submits its seventh professional fee request (the “Fee Request”), for the period from May 1, 2010, through May 31, 2010 (the “Fee Period”).

Pursuant to the Interim Payment Order, professionals employed pursuant to Order of the Court to represent the Debtors or the Official Committee of Unsecured Creditors (the “Committee”) are authorized to request from the Debtors payment of 80% of their fees and 100% of their expenses on a monthly basis. C&M’s professional fees and expenses for the Fee Period are as follows:

MONTH	HOURS	FEES	80% OF FEES**	EXPENSES	TOTALS (80% FEES AND 100% EXPENSES)
MAY	316.2	\$171,617.00 ¹	\$137,293.60	\$5,396.29 ¹	\$142,689.89

Attached as Exhibit A are detailed statements of services for which payment is sought for May 2010, redacted to exclude privileged, work product, and confidential information, and expenses incurred, on a monthly and on a matter basis. Each statement includes total time expended, identity of professionals providing services, hourly billing rates, and a detailed listing of time.

C&M understands that other professionals providing services to the Debtors and the Committee may submit separate fee requests seeking payment of professional fees and

¹ Of this amount \$21,968.00 of time charges and \$3,215.41 of expenses, which are reflected in matter 9 annexed hereto, were rendered and incurred in connection with the Adversary Proceeding. Pursuant to paragraph 4G.(i) of the Extension of Certain Deadlines of Stipulation Authorizing Use of Cash Collateral dated December 27, 2009, which was approved by an Order entered on January 25, 2010, the fees and expenses of C&M in connection with the Adversary Proceeding for periods subsequent to January 2010, would be paid if the fees and expenses of the other professionals are paid. If the Adversary Proceeding is excluded, the amount of 80% of fees would be \$119,719.20 and expenses would be \$2,270.88 for a total of \$121,990.08.

** Calculated on an amount including the Adversary Proceeding.

reimbursement of expenses. The amount available under the cash collateral budget for payment of professional fees and expenses of estate professionals in the Easy Street Partners case for the each month of the Fee Period is \$125,000. Total fees and expenses of estate professionals in the Easy Street Partners case exceeds this amount for the month of December; therefore, C&M's fees and expenses will be pro rated with other estate professionals.

Pursuant to the Interim Fee Order, parties must file objections to the Fee Request within ten days from the date it is received. Any objection must have a description of the specific subject matter and services in dispute and state the amount in dispute. It shall not be sufficient simply to object to all fees and expenses. Fees and expenses not objected to will be paid by the Debtors or, if the total of 80% of fees and 100% of expenses of estate professionals exceeds \$125,000 for any month within the Fee Period, the fees and expenses will be pro-rated among fees and expenses for that month that are not objected to.

DATED: June 14, 2010

CROWELL & MORING LLP

By: /s/ Michael V. Blumenthal
Michael V. Blumenthal (mblumenthal@crowell.com)(0505)
Crowell & Moring LLP
590 Madison Avenue
New York, New York 10022
Telephone: (212) 233-4000 / Fax: (212) 895-4201
Counsel for the Debtors

CERTIFICATE OF SERVICE

I hereby certify that on this 14th day of June 2010, I caused to be served a copy of Crowell & Moring LLP's Seventh Professional Fee Request for the period May 1, 2010 through May 31, 2010 via ECF notification, electronic mail and/or first-class mail, postage prepaid as listed below.

/s/ Michael V. Blumenthal

Michael V. Blumenthal

John T. Morgan
Office of the US Trustee
405 South Main Street, Suite 300
Salt Lake City, UT 84111

Lon A. Jenkins, Esq.
Jones Waldo Holbrook & McDonough
170 South Main Street, Suite 1500
Salt Lake City, UT 84101

Richard Havel
Sidley Austin LLP
555 West Fifth Street
Suite 4000
Los Angeles, CA 90013

James Winikor
WestLB AG- New York Branch
7 World Trade Center
250 Greenwich Street
New York, NY 10007

William Shoaf
CloudNine Resorts
136 Heber Avenue, Suite 303
PO Box 683300
Park City, UT 84068

Exhibit A



590 Madison Avenue, 20th Floor, New York, NY 10022-2524
p 212.223.4000 • f 212.223.4134
Taxpayer ID # 52-1150358

June 9, 2010

Easy Street Holding, LLC
c/o Cloud Nine Resorts, LLC
4870 Winchester Court
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000001

Invoice: 1329677

Statement of Account

RE: General Advice

Professional Services Rendered Through May 31, 2010	\$0.00
Other Services and Expenses	<u>752.05</u>
Total Due this Invoice	<u><u>\$752.05</u></u>

Statement Number: 1329677
Page #: 2

Professional Services:

Total Professional Services 0.00 \$0.00

Other Services & Expenses:

<u>Description</u>	<u>Amount</u>
Postage	21.55
Comp. Library Research	284.77
Inhouse Duplicating	91.60
Meals	75.93
Long Distance Telephone	145.00
Long Distance Telephone	40.03
Express Delivery	93.17
 Total Other Services & Expenses	 <u>\$752.05</u>



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Taxpayer ID # 52-1150358

June 9, 2010

Easy Street Holding, LLC
c/o Cloud Nine Resorts, LLC
4870 Winchester Court
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000003
Invoice: 1329678

Statement of Account

RE: Case Administration

Professional Services Rendered Through May 31, 2010	\$672.00
Other Services and Expenses	<u>0.00</u>
Total Due this Invoice	<u><u>\$672.00</u></u>

Statement Number: 1329678
Page #: 2

Professional Services:

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/14/10	S L	Updated case calendar, reviewed docket sheet for same.	0.40	96.00
05/18/10	S L	Updated case calendar with Steven Eichel.	0.20	48.00
05/18/10	S L	Updated files.	0.40	96.00
05/24/10	S L	Retrieve copies of all exclusivity motions and related orders for S. Eichel.	0.60	144.00
05/26/10	S L	Updated files.	1.20	288.00
Total Professional Services			<u>2.80</u>	<u>\$672.00</u>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Stella Leung	240.00	2.80	672.00
Total Professional Services		<u>2.80</u>	<u>\$672.00</u>



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Taxpayer ID # 52-1150358

June 9, 2010

Easy Street Holding LLC; Easy Street Mezzanine LLC
c/o Cloud Nine Resorts, LLC
4870 Winchester Court
Park City, Utah 84098

Matter: 105773.0000004
Invoice: 1329679

Statement of Account

RE: Claims Administration

Professional Services Rendered Through May 31, 2010	\$1,467.00
Other Services and Expenses	<u>146.54</u>
Total Due this Invoice	<u><u>\$1,613.54</u></u>

Statement Number: 1329679
Page #: 2

Professional Services:

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/03/10	MVB	Telephone call with K. Cannon re: issues re: Gateway claim.	0.20	142.00
05/06/10	S L	Meetings with S. Eichel regarding claims and updating same (.60), retrieve updated copy of claims register and related for S. Eichel (.80), updated charts of executory contracts and lease (.60), updated chart of cure amount with revisions (.80).	2.80	672.00
05/13/10	S E	Conf and tel conf with B. Zabarauskas re objection to claims (.2); work on obtaining documents in connection with objection to claim of Wickline (.2)	0.40	224.00
05/14/10	S L	Retrieve copy of Proof of Claim filed by Cloudnine SL Management for Bruce J. Zabarauskas from Claims Register.	0.20	48.00
05/24/10	MVB	Review POC summary (.2) and email to WestLB's counsel re: Gateway (.1).	0.30	213.00
05/24/10	S L	Office conference with Bruce J. Zabarauskas for any Consent and Subordination documents; reviewed loan documents for same.	0.70	168.00

Total Professional Services 4.60 \$1,467.00

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	0.50	355.00
Steven Eichel	560.00	0.40	224.00
Stella Leung	240.00	3.70	888.00
Total Professional Services		<u>4.60</u>	<u>\$1,467.00</u>

Other Services & Expenses:

<u>Description</u>	<u>Amount</u>
Messenger Service	146.06
Long Distance Telephone	0.48
Total Other Services & Expenses	<u>\$146.54</u>



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June 9, 2010

Easy Street Holding, LLC
c/o Cloud Nine Resorts, LLC
4870 Winchester Court
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000005
Invoice: 1329680

Statement of Account

RE: Creditor Meetings/Statutory Committees

Professional Services Rendered Through May 31, 2010	\$213.00
Other Services and Expenses	<u>0.00</u>
Total Due this Invoice	<u><u>\$213.00</u></u>

Statement Number: 1329680
Page #: 2

Professional Services:

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/19/10	MVB	Telephone call with L. Jenkins re: status.	0.30	213.00
Total Professional Services			<u>0.30</u>	<u>\$213.00</u>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	0.30	213.00
Total Professional Services		<u>0.30</u>	<u>\$213.00</u>



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Taxpayer ID # 52-1150358

June 9, 2010

Easy Street Holding, LLC
c/o Cloud Nine Resorts, LLC
4870 Winchester Court
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000006
Invoice: 1329681

Statement of Account

RE: Executory Contracts/Leases

Professional Services Rendered Through May 31, 2010	\$663.00
Other Services and Expenses	<u>0.00</u>
Total Due this Invoice	<u><u>\$663.00</u></u>

Statement Number: 1329681
Page #: 2

Professional Services:

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/04/10	S L	Retrieve copy of Schedule of executory contract for Eichel.	0.10	24.00
05/06/10	MVB	Office conferences with S. Eichel re: analysis of executory contracts, cure amounts and issues relative to same.	0.40	284.00
05/24/10	MVB	Review and respond to emails from WestLB's counsel re: Wells Equipment Finance claim (.3); office conference with S. Eichel re: executory contracts (.2).	0.50	355.00
Total Professional Services			<u>1.00</u>	<u>\$663.00</u>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	0.90	639.00
Stella Leung	240.00	0.10	24.00
Total Professional Services		<u>1.00</u>	<u>\$663.00</u>



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Taxpayer ID # 52-1150358

June 9, 2010

Easy Street Holding, LLC
c/o Cloud Nine Resorts, LLC
4870 Winchester Court
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000007
Invoice: 1329689

Statement of Account

RE: Financing

Professional Services Rendered Through May 31, 2010	\$120.00
Other Services and Expenses	<u>0.00</u>
Total Due this Invoice	<u><u>\$120.00</u></u>

Statement Number: 1329689
Page #: 2

Professional Services:

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/05/10	S L	Prepare charts for Real Estate Sell out projection for Michael V. Blumenthal.	0.30	72.00
05/11/10	S L	Research for Michael V. Blumenthal regarding Title Insurance policy.	0.20	48.00
Total Professional Services			<u>0.50</u>	<u>\$120.00</u>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Stella Leung	240.00	0.50	120.00
Total Professional Services		<u>0.50</u>	<u>\$120.00</u>



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Taxpayer ID # 52-1150358

June 9, 2010

Easy Street Holding, LLC
c/o Cloud Nine Resorts, LLC
4870 Winchester Court
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000009

Invoice: 1329682

Statement of Account

RE: Bay North Litigation

Professional Services Rendered Through May 31, 2010	\$21,968.00
Other Services and Expenses	<u>3,125.41</u>
Total Due this Invoice	<u><u>\$25,093.41</u></u>

Statement Number: 1329682

Page #: 2

Professional Services:

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/03/10	B Z	Emails with S. Kernisan re: technical issues concerning WestLB production (.1); discussion with S. Kernisan re: same (.2); discussion with M. Blumenthal concerning WestLB production issues (.3); review BayNorth document production (4.1).	4.70	2,632.00
05/03/10	M P	Format and load the Plaintiffs production documents to the production history database.	1.50	420.00
05/04/10	B Z	Conference call with M. Blumenthal and W. Shoaf concerning [REDACTED] (.4); review BayNorth document production (6.3).	6.70	3,752.00
05/04/10	MVB	Office conference with B. Zabarauskas re: discovery issues (.2) and conference call with B. Shoaf re: various witnesses (.2).	0.40	284.00
05/04/10	S K	Prepare documents to be sent to the vendor for Ringtail processing.	0.50	150.00
05/05/10	B Z	Review BayNorth documents	2.80	1,568.00
05/05/10	M P	Search, identify and print out selective documents to pdf and create the Summit Business Services Document CD.	0.50	140.00
05/06/10	B Z	Review BayNorth document production (2.2); discussions with S. Kernisan re: document productions (.3)	2.50	1,400.00
05/06/10	S K	Pull down data from the FTP site and prepare them to be sent to a vendor for processing to Ringtail; receive the process data for QC and then load the data into Ringtail.	2.50	750.00
05/06/10	S L	Reviewed [REDACTED] email with Bruce J. Zabarauskas and arrange for chronological order.	1.30	312.00
05/07/10	S L	Finalized review of [REDACTED] email for Bruce J. Zabarauskas.	0.50	120.00
05/10/10	B Z	E-mails with A. Fiotto re discovery	0.10	56.00
05/10/10	M B	Process and load 2 WLB productions with 1,556 documents and 19,387 pages to Litigation database for per S. Kernisan.	1.50	420.00
05/11/10	B Z	Draft and revise joint motion to amend scheduling order (1.5); e-mails with counsel for BayNorth re: same (.2); discussion with M. Blumenthal re: Wickline deposition (.2); e-mails with WestLB counsel re: discovery requests (.1)	2.00	1,120.00
05/11/10	S K	Prepare opposing counsel's productions for loading into Ringtail; send task request to Technical Services to load the data.	1.00	300.00

Statement Number: 1329682
Page # 3

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/11/10	M B	Process, OCR and load 59 WLB production documents with 2,821 pages to Litigation database for review per S. Kernisan.	1.00	280.00
05/12/10	B Z	Revisions to Amended Scheduling Order and joint motion in support thereof (.5); e-mails with BayNorth counsel re: same (.1); discussion with M. Blumenthal re: same (.1)	0.70	392.00
05/12/10	MVB	Review Merritt & Harris deposition (1.0); review emails re: revised scheduling order (.2).	1.20	852.00
05/13/10	B Z	Review e-mails from BayNorth counsel re: additional document production (.1); e-mails to Blumenthal and S. Kernisan re: same (.1); finalize motion and stipulation re: discovery (.2); e-mails to K. Cannon re: same (.1).	0.50	280.00
05/13/10	S K	Pull down data from the FTP; QC the data and send a task request to Technical Services to load the data into the database.	1.00	300.00
05/14/10	C C	Complete the load of Bay North document production to network litigation database, including performing quality control, identify and correct discrepancies, create appropriate import program file, transfer metadata information, upload data to firm's server and update index in order to facilitate attorney review.	2.00	560.00
05/24/10	B Z	Review documents produced in discovery	3.70	2,072.00
05/28/10	B Z	Review documents produced in discovery.	2.80	1,568.00
05/30/10	B Z	Review documents produced in discovery.	4.00	2,240.00
Total Professional Services			<u>45.40</u>	<u>\$21,968.00</u>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	1.60	1,136.00
Bruce Zabaras	560.00	30.50	17,080.00
Stella Leung	240.00	1.80	432.00
Matthew Brown	280.00	2.50	700.00
Cristhian Cabezas	280.00	2.00	560.00
Serge Kernisan	300.00	5.00	1,500.00
Michael Peloquin	280.00	2.00	560.00
Total Professional Services		<u>45.40</u>	<u>\$21,968.00</u>

Other Services & Expenses:

Statement Number: 1329682
Page #: 4

<u>Description</u>	<u>Amount</u>
Comp. Library Research	263.79
Inhouse Duplicating	82.80
Overtime Meals	26.69
Long Distance Telephone	0.47
Express Delivery	237.95
Electronic Discovery	2,513.71
Total Other Services & Expenses	<u>\$3,125.41</u>



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Taxpayer ID # 52-1150358

June 11, 2010

Easy Street Holding, LLC
c/o Cloud Nine Resorts, LLC
4870 Winchester Court
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000010
Invoice: 1329683

Statement of Account

RE: Other Litigation

Professional Services Rendered Through May 31, 2010	\$48,758.00
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Other Services and Expenses	<u>1,198.18</u>
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Total Due this Invoice	<u><u>\$49,956.18</u></u>
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Statement Number: 1329683
Page #: 2

Professional Services:

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/06/10	B Z	Review emails relating to Wickline (.5); discussion with M. Blumenthal re: same (.2); discussion with V. Aria re: same and research (.2)	0.90	504.00
05/06/10	V A	Review Delaware and Utah case and statutory law re breach of fiduciary duty	1.30	513.50
05/07/10	B Z	Review documents relating to David Wickline (2.2); discussion with M. Blumenthal re: same (.3)	2.70	1,512.00
05/07/10	MVB	Office conference with B. Zabarauskas re: documents obtained in discovery and additional causes of action against C. Flint and D. Wickline (.3).	0.30	213.00
05/07/10	V A	Further review Delaware and Utah case and statutory law re breach of fiduciary duty, [REDACTED] and draft summary of law re same (2.8)	2.80	1,106.00
05/10/10	B Z	Draft Wickline complaint (1.9); review research on breach of fiduciary duty claims (1.0)	2.90	1,624.00
05/10/10	V A	Review case law in Delaware, Utah [REDACTED] on [REDACTED] and related doctrines and draft summary of same for B. Zabarauskas	1.90	750.50
05/10/10	S L	Document production for Bruce J. Zabarauskas regarding Easy Street Fiduciary Duty Research.	0.30	72.00
05/11/10	B Z	Draft and revise Wickline complaint.	2.90	1,624.00
05/12/10	B Z	Review research on breach of fiduciary duty.	2.40	1,344.00
05/13/10	B Z	Draft and revise Wickline complaint.	4.80	2,688.00
05/13/10	S L	Office conference with Bruce J. Zabarauskas regarding copy of Motion for Protective Order Stipulated Motion for Approval of Joint Confidentiality Agreement and Entry of Protective Order, reviewed docket sheet in adversary and retrieve copy of same.	0.20	48.00
05/14/10	B Z	Draft and revise Wickline complaint.	0.10	56.00
05/14/10	S M	Researching propriety of moving to modify protective order (2.2); drafting memo re: same (1.0).	3.20	1,376.00
05/16/10	B Z	Draft complaint against Wickline, Flint and BayNorth entities.	2.00	1,120.00
05/17/10	B Z	Draft and revise breach of fiduciary duty complaint (2.7); review BayNorth production of documents (2.0).	4.70	2,632.00

Statement Number: 1329683
Page # 3

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/17/10	MVB	Review and revise draft complaint against Wickline, Flint and Bay North (.7); telephone call with B. Zabarauskas re: same (.3); review underlying documents re: same (.5).	1.50	1,065.00
05/17/10	V A	Confer with M. Blumenthal re objection to claim (0.2); review case and statutory law re faithless servant doctrine as applied to agents and partnerships (2.4)	2.60	1,027.00
05/17/10	S L	Research for confidential agreements for Michael V. Blumenthal.	0.20	48.00
05/17/10	S L	Retrieve copies of D. Wickline's Bated stamped emails and attachments to Michael V. Blumenthal and Bruce J. Zabarauskas.	0.50	120.00
05/18/10	B Z	Review documents relating to Wickline.	6.20	3,472.00
05/18/10	MVB	Office conference with B. Zabarauskas and V. Arias to review research on [REDACTED] and [REDACTED] issues (.3); review case law re: same (.3).	0.60	426.00
05/18/10	V A	Further review of case law re [REDACTED] (0.5); confer with M. Blumenthal and B. Zabarauskas re same in preparation for complaint (0.5)	1.00	395.00
05/19/10	B Z	Discussion with M. Blumenthal and V. Arias concerning breach of fiduciary duty issues (.4); revisions to Wickline complaint (3.4)	3.80	2,128.00
05/19/10	MVB	Review documents and research re: suit against Wickline, Flint and Bay North.	0.50	355.00
05/20/10	B Z	Discussion with S. Maswoswe re: confidentiality agreement with BayNorth (.2); review confidentiality agreement re: issues (.2); revisions to complaint (2.9).	3.30	1,848.00
05/21/10	B Z	Revisions to complaint for breach of fiduciary duty (2.7); review BayNorth document production (3.0); review S. Maswoswe memo re: modification of confidentiality status on documents (.3).	6.00	3,360.00
05/21/10	S M	Editing and reviewing proposed complaint re: breach of fiduciary duty.	1.00	430.00
05/24/10	B Z	Revise Wickline complaint.	3.80	2,128.00
05/25/10	B Z	Revisions to breach of fiduciary duty complaint (3.7); compile exhibits for same; discussion with K. Cannon re: filing documents under seal (.2); discussion with M. Blumenthal re: strategy (.4); discussion with V. Arias re: damages issue (.2); prepare email to A. Fiotto re: request to eliminate confidential designation of certain documents (.2); review documents for additional facts (2.0)	6.70	3,752.00

Statement Number: 1329683

Page # 4

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/25/10	MVB	Review and revise complaint vs. Wickline, Flint and Bay North (.8); office conference B. Zabarauskas re: same (.3); telephone call with B. Shoaf re: same (.2); telephone call with K. Cannon re: strategy (.1).	1.40	994.00
05/25/10	V A	Review complaint re disgorgement of claims and confer with B. Zabarauskas re same	1.20	474.00
05/25/10	S L	Research for Development agreement for Bruce J. Zabarauskas (.10); prepare exhibits a thru n with Bruce J. Zabarauskas (.40).	0.50	120.00
05/26/10	B Z	Discussion with K. Cannin re: filing motion under seal (.2); discussions with M. Blumenthal re: same (.4); revise breach of fiduciary duty complaint against Wickline and BayNorth (3.3); draft and revise motion for relief from confidentiality agreement (1.8); redact complaint for breach of fiduciary duty for filing (.5)	6.20	3,472.00
05/26/10	MVB	Review and finalize complaint vs. Wickline, Flint and Bay North (.8); office conference with B. Zabarauskas re: same (.3); review and revise motion to unseal confidential documents (.4).	1.50	1,065.00
05/26/10	V A	Review case law re [REDACTED] under Utah law (2.0); draft summary of same for B. Zabarauskas (0.6)	2.60	1,027.00
05/27/10	B Z	Revisions to motion to modify confidentiality agreement (2.1); revisions to motion to seal motion to modify confidentiality agreement (.5); final revisions to complaint (.5); discussions with K. Cannomn re: filing same (.2); discussion with M. Blumenthal re: strategy (.5),	3.80	2,128.00
05/27/10	MVB	Review and revise motion for relief from confidentiality agreement (.4); office conference with B. Zabarauskas re: same (.2); final revisions to complaint against Wickline, flint and Bay North (.5); office conference with B. Zabarauskas re: same (.2) and telephone calls with B. Shoaf re: same (.3).	1.60	1,136.00
05/28/10	B Z	Research re: service address for C. Flint (.3); discussion with M. Blumenthal re: service issues and strategy (.3); email exchange with A. Fiotto re: acceptance of service (.1)	0.70	392.00
05/28/10	MVB	Office conference with B. Zabarauskas re: service and strategy concerning lawsuit vs. Wickline, Flint and Bay North.	0.30	213.00
Total Professional Services			<u>90.90</u>	<u>\$48,758.00</u>

Statement Number: 1329683
Page #: 5

Name	Rate	Hours	Value
Michael V. Blumenthal	710.00	7.70	5,467.00
Bruce Zabarauskas	560.00	63.90	35,784.00
Vivian Arias	395.00	13.40	5,293.00
Shamiso Maswoswe	430.00	4.20	1,806.00
Stella Leung	240.00	1.70	408.00
Total Professional Services		<u>90.90</u>	<u>\$48,758.00</u>

Other Services & Expenses:

Description	Amount
Comp. Library Research	1,185.38
Inhouse Duplicating	12.80
Total Other Services & Expenses	<u>\$1,198.18</u>



590 Madison Avenue, 20th Floor, New York, NY 10022-2524
p 212.223.4000 ■ f 212.223.4134
Taxpayer ID # 52-1150358

June 11, 2010

Easy Street Holdihng, LLC
c/o Cloud Nine Resorts, LLC
4870 Winchester Court
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000012
Invoice: 1329684

Statement of Account

RE: Reorganization Plan/Disclosure Statement

Professional Services Rendered Through May 31, 2010	\$61,493.00
Other Services and Expenses	<u>169.59</u>
Total Due this Invoice	<u><u>\$61,662.59</u></u>

Statement Number: 1329684

Page #: 2

Professional Services:

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/03/10	S E	Conf with M. Blumenthal re plan supplement (.1)	0.10	56.00
05/03/10	MVB	Telephone calls with K. Sallinger (.3), B Shoaf (.8) and K. Cannon (.3) re: negotiations with [REDACTED] plan process and strategy; telephone call with D. Leta re: LOI, Employment Agreement and plan process (.5); review revised LOI (.3); office conference with S. Eichel re: plan supplement (.1); review revised POC summaries from B. Shoaf (.2).	2.50	1,775.00
05/04/10	S E	Conf with M. Blumenthal re plan supplement (.1); draft, review and revise plan supplement, including review of contracts (.9) ; draft email to M. Soto re information re executory contracts (.2); tel conf with M. Soto re plan supplement and executory contracts (.1).	1.30	728.00
05/04/10	B Z	Conference call with M. Blumenthal, K. Cannon and D. Thronsdon re: valuation (.5); discussion with M. Blumenthal re: same and strategy relating to confirmation (.3).	0.30	168.00
05/04/10	MVB	Conference call with P. Thronsdon, K. Cannon, B. Zabarauskas re: appraisal issues at confirmation hearing (.7); followup with K. Cannon and B. Zabarauskas (.5); voice mail with R. Havel re: status (.1); review and comment on LOI with Vision (.5); email to client and K. Cannon re: same (.3); review and comment on Employment Agreement (.8); email to client and K. Cannon re: same (.2); telephone call with D. Leta re: LOI, Employment Agreement and issues re: confirmation process (.3); telephone call with B. Dorsey re: negotiations of LOI (.2); numerous telephone calls with B. Shoaf re: all of foregoing (.8); review and revise schedules concerning unit sales (.4); conference call with K. Cannon and L. Jenkins re: status of negotiations with plan funder and plan process (.3).	5.10	3,621.00
05/05/10	S E	Work on executory contract exhibit to plan supplement (.4); confs with S. Leung re executory contract exhibit to plan supplement (.2); tel conf with M. Soto re executory contracts to be assumed for plan supplement (.1); review email from M. Soto re executory contract information for plan supplement (.1).	0.80	448.00
05/05/10	MVB	Review and revise redrafts of LOI and Employment Agreement to finalize execution copies (.8); telephone calls with B. Shoaf (.6) and D. Leta (.5) and K. Cannon (.2) re: same; telephone calls with K. Sallinger (.2) and B. Shoaf (.3) re: revised Unit sale schedules/projections and review same (.3).	2.90	2,059.00

Statement Number: 1329684

Page # 3

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/05/10	S L	Updated incoming ballots to ballot chart (.20); prepare exhibit to Plan supplement for S. Eichel related to Executory Contracts and lease (.50); revisions to same (.20).	0.90	216.00
05/06/10	S E	Draft, review and revise cure amount chart for plan supplement and review relevant documentation in connection therewith (1.5); confs with S. Leung re revisions to cure amount chart (.2); draft email to M. Soto and B. Shoaf re cure amount chart in connection with plan supplement (.8); analyze executory contract issues in connection with plan supplement (.8); review W. Shoaf's emails re rejection of Small Luxury Hotels contract and analyze issues related thereto (.4); conf with M. Soto re revisions to cure amount chart and outstanding issues that need to be resolved (.2); review and revise plan supplement (.2); conf with M. Blumenthal re plan supplement (.1); draft email to M. Blumenthal re revised plan supplement (.1); draft emails to W. Shoaf re analysis of agreement with Small Luxury Hotels (.4); analyze executory contract issue with respect to agreement with Small Luxury Hotels of the World Limited (SLH) (.3); tel conf with M. Blumenthal re executory contract issues (.3); review list of contracts to determine executory contracts to be assumed (.8); draft email to W. Shoaf and M. Soto re executory contracts to be assumed (.4).	6.50	3,640.00
05/06/10	MVB	Preparation of Funding Agreement (1.5); telephone call with L. Jenkins re: plan negotiations and WestLB (.3); telephone call with K. Cannon re: plan issues, strategy and potential adjournment and procedural issues relative to same (.4); conference calls with B. Shoaf, P. Smith and K. Cannon re: strategy with WestLB and plan funder (1.4); telephone call with K. Sallinger re: Accelerated Marketing proposal (.2); review final proposal by Accelerated Marketing (.8); spreadsheets for B. Shoaf re: realization on sale of units (.3); telephone call with R. Havel re: LOI from plan funder and issues for meeting with WestLB on Friday (.3); telephone calls with d. Leta re: issues to resolve with plan funder, due diligence requests and liquor license issues and funding Agreement (.4); office conference with S. Eichel re: plan supplement (.2).	5.80	4,118.00

Statement Number: 1329684

Page # 4

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/07/10	S E	Work on coordinating the preparation of documents for meeting to discuss plan (.1); conf with S. Leung re revisions to executory contract list (.1); conf with M. Blumenthal re status and strategy and executory contract issues (.2); tel conf with M. Soto re executory contracts to be assumed and assigned (1.0); analyze issues and relevant documents re executory contracts to be assumed and assigned (.6); review and revise chart setting forth executory contracts to be assumed and assigned (.8); draft several emails to D. Leta re executory contracts to be assumed and assigned and the actual contracts themselves (.5); draft email to M. Soto re list of executory contracts that she needs to obtain (.1); review emails from M. Soto re (i) ownership of vans in connection with determining whether agreement is a financing agreement or an executory contract and (ii) Aetna in connection with executory contract chart for plan supplement (.1).	3.50	1,960.00
05/07/10	MVB	Draft Funding Agreement (1.4); telephone call and emails with K. Cannon re: exclusivity and committee's position (.2); review list of executory contracts and plan supplement (.2); office conference with S. Eichel re: same (.2).	2.00	1,420.00
05/07/10	S L	Assist E. Eichel regarding coordination of cure amount backups via PDF format (.30); updated and revisions to exhibit to Plan supplements (.90).	1.20	288.00
05/10/10	S E	Review emails from M. Soto re executory contracts in connection with assuming and assigning these contracts under plan (.1); draft email to M. Soto re Par Miller contract in connection with assuming and assigning same (.1); draft email to D. Leta re sending him ADT Security contract to be assumed and assigned under plan (.1); draft email to plan funder's counsel (David Leta) re AMEX (.1); review West LB's objection (and declaration in support thereof and related exhibits) to debtor's motion to extend exclusivity (.5).	0.90	504.00
05/10/10	MVB	Redraft Funding Agreement (1.0) and review WestLB objection to exclusivity (.5); telephone call with B. Shoaf re: same and counter affidavit (.3).	1.80	1,278.00

Statement Number: 1329684

Page # 5

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/11/10	S E	Conf with M. Blumenthal re reply to objection to motion to extend exclusivity (the "Reply") (.2); draft, review and revise Reply (2.2); conf with M. Blumenthal re Shoaf declaration (.1); review spreadsheet re budget and forecast in connection with response to objection to motion to extend exclusivity (.2); tel conf with W. Shoaf re spreadsheet (.1); tel conf with W. Shoaf re his declaration in response to WestLB's objection (.1); tel conf with K. Cannon re timing to file reply and motion to extend various plan related deadlines (.1); analyze issues re Shoaf's declaration in connection with exclusivity motion (.2); draft declaration of William Shoaf in support of motion to extend exclusivity and review related court papers and budgets in connection therewith (1.8); review ex parte motion re continuing plan related deadlines (.2); tel conf with K. Cannon re ex parte motion to continue plan related deadlines (.1); review and revise Shoaf declaration (.2); draft email to W. Shoaf re his declaration in support of exclusivity motion (.1).	5.60	3,136.00
05/11/10	MVB	Review, redraft and comment on several drafts of Funding Agreement (3.2); telephone calls with D. Leta (.8), B. Shoaf (.7) and K. Cannon (.3) re: same; office conferences with S. Eichel re: redrafts and conforming comments (.6); review order adjourning confirmation (.3) and telephone calls with K. Cannon re: same for adjourned dates and strategy (.4); review committee and Jacobsen objection to exclusivity (.3); draft and revise reply and Shoaf Reply Declaration to WestLB and Committee objections to extension of exclusivity (.8); office conferences with S. Eichel re: same (.4); telephone calls with B. Shoaf re: declaration and supporting cash proformas (.4); telephone call with L. Jenkins re: resolution of objection and status of signing funding agreement (.3).	8.50	6,035.00
05/12/10	S E	Draft email to M. Blumenthal re revisions to reply in support of motion to extend the exclusive periods (.1); review emails from M. Blumenthal re funding agreement and coordinating execution of same (.1); conf with M. Blumenthal re funding agreement (.1); review email from K. Cannon re escrow agreement (.1); review (i) email from D. Leta re revisions to funding agreement and (ii) revised funding agreement (.2); draft email to K. Cannon re inquiry re revised funding agreement (.1); review email from D. Leta re escrow agreement (.1); tel conf with K. Cannon re revisions to funding agreement (.1); draft email to D. Leta re revised funding agreement (.1); tel conf with K. Cannon and D. Leta re funding agreement (.1); tel conf with K. Cannon re reply in support of motion to extend exclusivity (.1); review email from K. Cannon re motion to extend plan related deadlines (.1); tel conf with K. Cannon re filing reply in support of motion to extend exclusivity (.1); review emails from D. Leta re funding agreement (.2).	1.60	896.00

Statement Number: 1329684

Page # 6

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/12/10	MVB	Begin revisions to plan (1.0); telephone calls with B. Shoaf (.3), D. Leta (.2) and K. Cannon (.3) re: negotiations and changes to Funding Agreement with SLH; review pleadings and prepare for motion to extend exclusivity and telephone call with K. Cannon re: same (.2); review payment request (.2); review final comments to Funding Agreement (.3).	2.50	1,775.00
05/13/10	S E	Tel conf with K. Cannon re filing reply in support of exclusivity motion and status of negotiations with plan funder (.1); review email from K. Cannon re exclusivity motion (.1); work on issues re documents for plan supplement (.2); review proposed escrow instructions (.2); draft email to K. Cannon re proposed escrow instructions (.1); review emails from M. Blumenthal re funding agreement (.1); tel conf with M. Blumenthal re revisions to funding agreement (.1); tel conf with M. Blumenthal and K. Cannon re funding agreement and escrow agreement (.1); review various emails from K. Cannon, M. Blumenthal and D. Leta re plan funding agreement, escrow agreement and escrow instructions (.2); review email from W. Shoaf re: funding agreement and escrow agreement (.1)	1.30	728.00
05/13/10	MVB	Review final comments to Funding Agreement with SLH (.3); telephone calls with K. Cannon (.3) and B. Shoaf (.4) re: finalization and execution of same.	1.00	710.00
05/14/10	MVB	Prepare for (.3) and attend (telephonically) hearing to extend exclusivity (.8); follow up telephone calls with B. Shoaf (.3) and K. Cannon (.2) re: same and strategy.	1.60	1,136.00
05/17/10	S E	Prepare form of confidentiality agreement to send to WestLB (.2); draft email to M. Blumenthal re confidentiality agreement (.1); review executory contract chart for plan supplement (.1); draft email to M. Blumenthal re executory contract chart (.1); review form of exclusivity order (.1); review emails from M. Blumenthal re potential WestLB proposal (.1)	0.70	392.00
05/17/10	MVB	Telephone calls with D. Leta (.3) and B. Shoaf (.4) re: status and strategy of term sheets between plan funder and WestLB; telephone calls with B. Shoaf re: alternative strategies (.4); telephone call with R. Havel re: status of WestLB response to plan term sheets and alternatives (.3).	1.40	994.00
05/18/10	MVB	Review counter proposal from WestLB re: SLH plan proposal (.3); telephone call with K. Cannon re: same and strategy (.2); telephone call with B. Shoaf re: same and strategy re: same (.4); telephone call with D. Leta re: same and response (.3); draft response to WestLB and mark up the WestLB counter proposal (.5); email to D. Leta, E. Bailey, [REDACTED] B. Shoaf and K. Cannon re: same (.2)	1.90	1,349.00

Statement Number: 1329684

Page # 7

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/19/10	S E	Draft email to M. Soto re obtaining information for list of executory contracts to be assumed (.1) ; review response from M. Soto re same (.1).	0.20	112.00
05/19/10	MVB	Emails with E. Bailey (.2); emails and telephone calls with D. Leta (.8); review and revise counterproposal from SLH to WesLB (.7); conference call with B. Shoaf, P. Smith, K. Sallinger, J. Blatt and K. Cannon re: status, alternatives and strategy (1.0); telephone call with K. Cannon re: follow up (.3); telephone call with B. Shoaf re: follow up and strategy (.6).	3.60	2,556.00
05/20/10	MVB	Telephone calls with R. Havel re: status of negotiations with [REDACTED] and potential for WestLB funded plan (.3); telephone calls with B. Shoaf (.8) and K. Cannon (.6) re: status and strategy re: foregoing; telephone calls with D. Leta re: status of [REDACTED] counter-proposal (.4).	2.10	1,491.00
05/21/10	S E	Tel confs with M. Blumenthal re Shoaf employment agreement (.4); review and revise Shoaf employment agreement (.8); draft email to R. Havel re proposed employment agreement (.1); review email from R. Havel re Shoaf employment agreement (.1)	1.40	784.00
05/21/10	MVB	Prepare employment agreement for Shoaf in connection with a WestLB funded plan (2.5); telephone call with B. Shoaf re: same and strategy (.6); conference call with B. Shoaf and S. Eichel to redraft same (.4); telephone call with R. Havel re: issues concerning a WestLB Funded Plan (.4); review email from K. Cannon re: WestLB requests concerning discovery and related matters re: a West LB funded plan (.2); telephone all with K. Cannon re: same (.3); telephone call with L. Jenkins re: status of case (.3); telephone call with D. Leta re: status of [REDACTED] Funding Agreement (.2).	4.90	3,479.00
05/23/10	MVB	Review email from R. Havel concerning various issues re: the plan process (.2); conference call with B. Shoaf and K. Cannon to discuss same and strategy (.8); prepare email response to R. Havel's questions (.3).	1.30	923.00
05/24/10	S E	Review WestLB's proposed plan of reorganization (.5); conf with M. Blumenthal re same (.1); tel conf with M. Blumenthal re WestLB's plan and claims asserted against Partners (.1); review Gateway proof of claim in connection with drafting email to R. Havel and May 19th order re Gateway's claim (.1); draft email to R. Havel re class 4 claims and Gateway's claims (.2); draft email to R. Havel re executory contracts to be assumed under plan (.1); draft email to M. Soto re Alliance Broad Group agreement in connection with determining whether it is to be assumed (.1).	1.20	672.00

Statement Number: 1329684

Page # 8

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/24/10	MVB	Review emails from B. Shoaf re: liquor licenses (.2); telephone calls with B. Shoaf (.2) and K. Cannon (.3) re: same; review plan proposed by WestLB (1.4); telephone calls email to R. Havel re: same (.3).	2.40	1,704.00
05/24/10	S L	Retrieve copy of latest Disclosure Statement for S. Eichel (.10); Reviewed docket for Gateway Order, retrieval of same (.10); retrieve copies of Gateway Proof of Claim and amended Proof of Claim for S. Eichel (.20).	0.40	96.00
05/25/10	S E	Work on issues re plan supplement (.2); review email from M. Blumenthal re joint plan received from WestLB (.1); review and analyze joint plan (1.6); tel conf with M. Blumenthal and R. Havel re plan of reorganization and Shoaf employment agreement (.4); conf with M. Blumenthal re joint plan and terms of employment agreement (.8); revise proposed joint plan (.9); draft email to R. Havel re comments to proposed joint plan (.1); conf with M. Blumenthal re plan supplement (.1); review and analyze email from R. Havel re comments to proposed plan (.2); draft proposed response to R. Havel to his email regarding proposed revisions to plan (.4); tel conf with M. Blumenthal re proposed response to R. Havel's email to our comments to joint plan (.2); review email from K. Cannon's re Jacobsen's comments to proposed plan (.1); review email from M. Soto re Alliance Abroad Agreement (.1)	5.20	2,912.00
05/25/10	MVB	Review Havel's response to comments to Plan (.2); telephone call with S. Eichel (.2) and draft response (.2); review Havel's response to proposal for Employment Agreement (.2); telephone call with B. Shoaf re: same (.3); telephone call with R. Havel re: same and our reply (.3); draft reply (.4); review and revise draft WestLB/Jt. Plan (1.3); office conference with S. Eichel re: same (.8); telephone call with B. Shoaf (.2) and K. Cannon (.2) re: same; telephone calls with R. Havel re: same, plan supplement and Shoaf employment agreement (.3); email to R. Havel re: counterproposal re: Shoaf employment agreement (.5); telephone call with B. Shoaf re: same (.3); telephone call with L. Jenkins re: update (.2).	5.60	3,976.00
05/26/10	S E	Email to R. Havel re response to his email re our comments to plan (.2); review M. Blumenthal's email to R. Havel re plan and disclosure statement (.1); conf with M. Blumenthal re plan supplement (.1); review proposed comments to plan supplement (.1); review and revise plan supplement (.6); tel conf with M. Blumenthal, R. Havel and A. Jennings (and K. Cannon for part of call) re status of joint plan and extension of various deadlines and what needs to be done (.4); tel conf with M. Blumenthal and K. Cannon re status, potential alternate dates for confirmation hearing and liquor license issues (.2); review letter form SkY Lodge Holdings re fundign agreement (.1)	1.80	1,008.00

Statement Number: 1329684
Page # 9

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/26/10	MVB	Conference call with R. Havel, A. Jarvis and K. Cannon re: issues concerning joint plan and delay in Germany and adjournment of confirmation hearing and other dates (.4); conference call with B. Shoaf and K. Cannon re: same (.3); review letter from SLH terminating funding agreement (.1) and email/telephone call to B. Shoaf re: same (.1); review and revise plan supplement (.3) and office conference with S. Eichel re: same (.1).	1.30	923.00
05/27/10	MVB	Attend telephonic hearing to extend exclusivity and adjourn confirmation hearing and related dates (.8); telephone call with K. Cannon re: same in preparation for hearing (.2); telephone call with B. Shoaf re: new dates and issues concerning same (.3).	1.30	923.00
05/27/10	S L	Prepare service list and updated service list (.60); prepare mailing labels and envelopes for mailing (.70); Prepare Notice for of Entry of Entry of Order Approving Disclosure Statement, Confirming Debtors' Original Joint Plan of Liquidation for service on entire service list (.80).	2.10	504.00
Total Professional Services			<u>96.50</u>	<u>\$61,493.00</u>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	59.50	42,245.00
Steven Eichel	560.00	32.10	17,976.00
Bruce Zabarauskas	560.00	0.30	168.00
Stella Leung	240.00	4.60	1,104.00
Total Professional Services		<u>96.50</u>	<u>\$61,493.00</u>

Other Services & Expenses:

<u>Description</u>	<u>Amount</u>
Administrative overtime	157.50
Long Distance Telephone	12.09
Total Other Services & Expenses	<u>\$169.59</u>



590 Madison Avenue, 20th Floor, New York, NY 10022-2524
p 212.223.4000 ■ f 212.223.4134
Taxpayer ID # 52-1150358

June 9, 2010

Easy Street Holding, LLC
c/o Cloud Nine Resorts, LLC
4870 Winchester Court
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000014
Invoice: 1329686

Statement of Account

RE: Retention/Fee Matters

Professional Services Rendered Through May 31, 2010	\$23,270.00
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Other Services and Expenses	<u>1.88</u>
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Total Due this Invoice	<u><u>\$23,271.88</u></u>
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Statement Number: 1329686
Page #: 2

Professional Services:

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/03/10	S E	Review email from K. Cannon re requirements for filing interim fee application (.1); conf with S. Leung re gathering information for second interim fee application (.1)	0.20	112.00
05/03/10	S L	Office conference with S. Eichel regarding 2nd fee application of Crowell & Moring LLP; retrieve copies of monthly interim fee applications from January thru March for same.	0.40	96.00
05/06/10	S L	Prepare copies of monthly interim reports from January to March 2010 for Eichel for fee application.	0.30	72.00
05/09/10	S E	Commence drafting second interim fee application (.8)	0.80	448.00
05/10/10	S E	Conf with S. Leung re drafting second interim fee application (.1)	0.10	56.00
05/10/10	S L	Office conference with S. Eichel regarding second fee application, draft copy of same, reviewed January, February and March 2010 fees and disbursements, prepare chart of same and breakdown of same for 2nd interim fee application.	3.80	912.00
05/11/10	S L	Office conferences with Michael V. Blumenthal regarding 6th Monthly interim fee application (.50), prepare charts for same (.70); revisions to same (.30); prepare same for filing and serving same via regular mail on interested parties (.80).	2.30	552.00
05/11/10	S L	Continue to work on 2nd interim fee application exhibits.	0.80	192.00
05/12/10	S E	Tel conf with S. Leung re interim fee application (.1); draft second interim fee application (1.2); draft email to S. Barth re gathering information for second interim fee application (.1).	1.40	784.00
05/13/10	S E	Review email from S. Barth re information for fee application (.1); draft, review and revise second interim fee application (1.4)	1.50	840.00
05/13/10	S E	Continue drafting second interim fee application, including review of filed monthly fee requests (1.4)	1.40	784.00
05/13/10	S L	Continue to prepare exhibits to 2nd interim fee application of Crowell & Moring LLP with S. Eichel.	3.80	912.00
05/14/10	S E	Work on second interim fee application (.5)	0.50	280.00
05/14/10	S L	Office conferences with Susan Barth regarding Attorneys fees and Hours for 2nd interim fee application (.10), office conference with Steve Eichel regarding exhibits and chart to fee application (.10); revisions to exhibits (.3).	0.40	96.00
05/16/10	S E	Draft, review and revise fee application (2.4)	2.40	1,344.00

Statement Number: 1329686
Page # 3

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/17/10	S E	Draft, review and revise second interim fee application	0.40	224.00
05/17/10	S L	Reviewed and revised charts for Fee application, finalized charts for fee application.	4.80	1,152.00
05/18/10	S L	Work on fee application and exhibits.	3.50	840.00
05/20/10	S E	Draft, review and revise second interim fee application	1.20	672.00
05/20/10	MVB	Review fee application of Jones Waldo for March.	0.20	142.00
05/20/10	S L	Office conference with Michael V. Blumenthal regarding March and April fees for C&M and various other firms (.10); reviewed docket sheet for same (.20).	0.30	72.00
05/21/10	S E	Draft, review and revise second interim fee application (2.8)	2.80	1,568.00
05/22/10	S E	Draft, review and revise second interim fee application (2.4)	2.40	1,344.00
05/23/10	S E	Draft, review and revise second interim fee application (1.8)	1.80	1,008.00
05/24/10	S E	Review and revise fee application (3.8); conf with S. Leung re revisions to fee application (.1)	3.90	2,184.00
05/24/10	MVB	Review and revise second interim fee application (.8); office conference with S. Eichel re: same (.3); review correspondence from R. Havel re: WestLB fees (.1); email to B. Shoaf re: payment of March fees for debtor professionals, committee and WestLB (.1).	1.30	923.00
05/24/10	S L	Office conference with S. Eichel regarding hours for attorneys on 2nd Fee application (.3); updated charts with revisions (2.20).	2.50	600.00
05/25/10	S E	Conf with M. Blumenthal re second interim fee application (.2); review and revise second interim fee application (2.0)	2.20	1,232.00
05/25/10	MVB	Review and revise second interim fee application (1.0); office conferences with S. Eichel re: same (.2).	1.20	852.00
05/25/10	S L	Office conference with Michael V. Blumenthal regarding April 2010 time (.10), prepare chart of April 2010 of Crowell & Moring LLP, Jones Waldo and Durham Jones (.30).	0.40	96.00
05/25/10	S L	Prepare exhibits to fee application with S. Eichel (.60); retrieve copy of monthly fee procedure order for S. Eichel (.10); assist S. Eichel with fee application and related information (1.30).	2.00	480.00
05/26/10	S E	Review and revise fee application (.2); work on issues re disbursements in connection with fee application (.3)	0.50	280.00
05/26/10	S L	Meetings with S. Eichel regarding fee application exhibits (.40), meeting with M. Blumenthal and S. Eichel and S. Barth regarding disbursements and related (.50).	0.90	216.00

Statement Number: 1329686
Page # 4

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/27/10	S L	Office conference with S. Eichel and Michael V. Blumenthal regarding the backup to the expenses for this period (.30), office conferences with S. Barth regarding same (.20).	0.50	120.00
05/28/10	S E	Review and revise fee application (1.6); tel confs with S. Leung re fee application (.2); confs with M. Blumenthal re finalizing fee application (.3); tel conf with J. Peterson re filing and service of fee application and hearing date (.2)	2.30	1,288.00
05/28/10	MVB	Review, revise and finalize C&M second interim fee application (.4) and office conference with S. Eichel re: same (.3).	0.70	497.00
Total Professional Services			<u>55.90</u>	<u>\$23,270.00</u>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	3.40	2,414.00
Steven Eichel	560.00	25.80	14,448.00
Stella Leung	240.00	26.70	6,408.00
Total Professional Services		<u>55.90</u>	<u>\$23,270.00</u>

Other Services & Expenses:

<u>Description</u>	<u>Amount</u>
Long Distance Telephone	1.88
Total Other Services & Expenses	<u>\$1.88</u>



590 Madison Avenue, 20th Floor, New York, NY 10022-2524
p 212.223.4000 • f 212.223.4134
Taxpayer ID # 52-1150358

June 9, 2010

Easy Street Holding, LLC
c/o Cloud Nine Resorts, LLC
4870 Winchester Court
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000015
Invoice: 1329687

Statement of Account

RE: Secured Claims (WestLB)

Professional Services Rendered Through May 31, 2010	\$11,928.00
Other Services and Expenses	<u>2.64</u>
Total Due this Invoice	<u><u>\$11,930.64</u></u>

Statement Number: 1329687
Page #: 2

Professional Services:

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/03/10	MVB	Review payment requests and telephone call with J. Blatt.	0.30	213.00
05/05/10	MVB	Review emails re: payment requests (.2); telephone call with K. Cannon re: Jacobsen issues on extension of cash collateral stipulation (.1); emails with R. Havel re: meeting to discuss LOI and West LB treatment (.2); review April cash reconciliation (.2) and telephone call with B. Shoaf re: same (.1).	0.80	568.00
05/06/10	MVB	Conference call with [REDACTED] Group and D. Leta, B. Shoaf, P. Smith and K. Cannon re: strategy for meeting with WestLB (.8); followup with B. Shoaf, K. Cannon and P. Smith (.3); prepare materials and outline for presentation for WestLB at Friday's meeting (1.0).	2.10	1,491.00
05/07/10	MVB	Prepare for (1.0) and attend meeting with WestLB, Plan Funder and Debtor, including attorneys and business people (2.2); follow up with B Shoaf, K. Cannon and BDRC reps (.4); emails and telephone calls with E. Bailey and D. Leta re: followup with WestLB and strategy for meeting on Monday (.4).	4.00	2,840.00
05/10/10	MVB	Prepare for (.6) and meeting with West LB, Debtor and Vision (1.2); telephone call with B. Shoaf re: follow up of WestLB meeting (.3); telephone call with R. Havel re: Plan Funder's proposal (.2).	2.30	1,633.00
05/17/10	MVB	Telephone calls with J. Blatt re: pending cash collateral drawer requests (.3); review backup re: same (.4).	0.70	497.00
05/18/10	MVB	Review requests W, Y & X re: cash collateral stipulation (.3); review emails from B. Ripley re: cash reconciliation (.2); review emails from J. Winikor re: issues concerning same (.2) and several telephone calls with J. Blatt to review same (.4); conference call with R. Havel and J. Blatt re: foregoing (.8); follow up with J. Blatt and B. Shoaf re: foregoing (.2).	2.10	1,491.00
05/19/10	MVB	Telephone call with J. Blatt (.2) and review follow up report to WestLB (.2); telephone call with R. Havel re: status of SLH negotiations and alternatives (.3).	0.70	497.00
05/20/10	MVB	Review emails re: requests W, X & Y.	0.20	142.00
05/25/10	MVB	Conference call with J. Blatt, R. Havel and J. Winokur re: extension of cash collateral stipulation and reserve in operating account (.3); telephone calls with J. Blatt (.3) and B. Shoaf (.2) re: preparation of June budget for extension of cash collateral stipulation; review June proposed budget (.2).	1.00	710.00

Statement Number: 1329687

Page # 3

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/26/10	MVB	Telephone call with J. Blatt re: prepare June budget for extension of cash collateral stip (.2); review June budget (.3); telephone call with R. Havel re: extension of cash collateral stip through June (.2); review J. Winikor's comments to budget (.2)	0.90	639.00
05/27/10	MVB	Review extension of stipulation to extend cash collateral and June budget (.4); emails to H. Yang re: same (.1); review request V under cash collateral stipulation (.2) and telephone call with J. Blatt re: same (.2).	0.90	639.00
05/28/10	MVB	Review emails from B. Shoaf re: account balance and drawer requests V and payroll for week of June 1 (.3); telephone calls with J. Blatt (.2) and B. Shoaf (.3) re: same.	0.80	568.00

Total Professional Services

16.80 \$11,928.00

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	16.80	11,928.00
Total Professional Services		<u>16.80</u>	<u>\$11,928.00</u>

Other Services & Expenses:

<u>Description</u>	<u>Amount</u>
Postage	2.64
Total Other Services & Expenses	<u>\$2.64</u>



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p 212.223.4000 • f 212.223.4134
Taxpayer ID # 52-1150358

June 9, 2010

Easy Street Holding, LLC
c/o Cloud Nine Resorts, LLC
4870 Winchester Court
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000020
Invoice: 1329691

Statement of Account

RE: Corporate Issues

Professional Services Rendered Through May 31, 2010	\$1,065.00
Other Services and Expenses	<u>0.00</u>
Total Due this Invoice	<u><u>\$1,065.00</u></u>

Statement Number: 1329691
Page #: 2

Professional Services:

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/24/10	MVB	Review consent and subordination agreements executed by Cloud Nine Resorts Sky Lodge LLC (.8); email to R. Havel re: same (.2); conference call with R. Havel and K. Cannon re: same (.2)	1.20	852.00
05/26/10	MVB	Review email from K. Cannon re: liquor licenses (.1); telephone call with K. Cannon re: issues concerning liquor licenses (.2).	0.30	213.00
Total Professional Services			<u>1.50</u>	<u>\$1,065.00</u>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	1.50	1,065.00
Total Professional Services		<u>1.50</u>	<u>\$1,065.00</u>